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BELLSOUTH

BellSouth Telecommunications, Inc.
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OFFICE OF THE
EXECUTIVE SECRETARY

Guy M. Hicks
General Counsel

April 29, 1999

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

99-00339

Re: Approval of the Interconnection Agreement and Amendment
thereto between BellSouth Telecommunications, Inc. and BlueStar
Networks, Inc. pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996.
Docket No. _____

Dear Mr. Waddell:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, BellSouth Telecommunications, Inc. ("BellSouth") and BlueStar Networks, Inc. ("BlueStar") are hereby submitting to the Tennessee Regulatory Authority the original and thirteen copies of the attached Petition for Approval of the Interconnection Agreement and Amendment thereto. BlueStar has adopted the DeltaCom, Inc. Interconnection Agreement in its entirety. The DeltaCom agreement was approved by the Authority on May 20, 1997. The parties have also recently negotiated an amendment to the Interconnection Agreement which reflects that BlueStar will be operating in the State of Tennessee under the name BlueStar Networks, Inc. and will continue to operate in the other states in BellSouth's region under the name BlueStar Communications, LLC.

Sincerely yours,

BLUESTAR NETWORKS, INC.

BELLSOUTH TELECOMMUNICATIONS, INC.

BY:

Richard L. Burtner

Richard L. Burtner
131 Second Ave., N.
Nashville, Tennessee 37201
CFO of BlueStar

BY:

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
Attorney for BellSouth

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OFFICE OF THE
EXECUTIVE SECRETARY

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Interconnection Agreement, together with the Amendment,
Negotiated by BellSouth Telecommunications, Inc. and BlueStar Networks, Inc.,
Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 99-00339

**PETITION FOR APPROVAL OF THE INTERCONNECTION AGREEMENT
AND THE AMENDMENT THERETO NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND BLUESTAR NETWORKS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, BlueStar Networks, Inc. ("BlueStar") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Interconnection Agreement dated October 30, 1998, together with the Amendment to the Interconnection Agreement dated March 26, 1999 (sometimes collectively referred to as the "Agreement") between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, BellSouth and BlueStar state the following:

1. BlueStar has adopted the DeltaCom, Inc. Interconnection Agreement in its entirety, including the amendments thereto. The DeltaCom agreement was dated March 12, 1997, became effective July 1, 1997, and was amended on March 12, 1997; April 1, 1997; August 22, 1997; October 3, 1997 and July 22, 1998. The Tennessee Regulatory Authority (the "Authority") approved the DeltaCom agreement and amendments one through three on May 20, 1997. The Fourth Amendment was approved by the Authority on February 3, 1998; the Fifth Amendment was approved by the Authority on May 5, 1998 and the Sixth Amendment was approved by the Authority on October 20, 1998. The parties have also recently negotiated

another amendment to the Interconnection Agreement. The Amendment reflects that BlueStar will be operating in the State of Tennessee under the name BlueStar Networks, Inc. and will continue to operate in the other states in BellSouth's region under the name BlueStar Communications, LLC. A copy of the Agreement and Amendments are attached hereto and incorporated herein by reference.

2. Pursuant to Section 252(e) of the Telecommunications Act of 1996, BlueStar and BellSouth are submitting their Agreement and Amendment to the Tennessee Regulatory Authority (the "Authority") for its consideration and approval.

3. In accordance with Section 252(e) of the Act, the Authority is charged with approving or rejecting the negotiated Agreement and Amendment between BlueStar and BellSouth within 90 days of its submission. The Act provides that the Authority may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

4. BlueStar and BellSouth aver that the Agreement is consistent with the standards for approval. The approval of said Agreement provides for new competitors in the local exchange market in Tennessee, which will likely bring new services, lower prices and other benefits to the public.

5. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

BlueStar and BellSouth respectfully request that the Authority approve the Agreement, including the Amendment, between the parties.

This 29th day of April, 1999.

Respectfully submitted,

BELL SOUTH TELECOMMUNICATIONS, INC.

BY: 

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

BLUESTAR NETWORKS, INC.

BY: _____

Fred Joseph Goldner
131 Second Avenue, N.
Nashville, Tennessee 37201
(615) 255-2100
Chief Executive Officer for BlueStar

This 29th day of April, 1999.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

BY: _____
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
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BLUESTAR NETWORKS, INC.

BY: Richard L. Burtner
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Chief Financial Officer for BlueStar